

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of report (Date of earliest event reported): August 8, 2007**

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**SUNOCO LOGISTICS PARTNERS L.P.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**1-31219**  
(Commission file number)

**23-3096839**  
(IRS employer  
identification number)

**1735 Market Street, Suite LL, Philadelphia, PA**  
(Address of principal executive offices)

**19103-7583**  
(Zip Code)

**(215) 977-3000**  
(Registrant's telephone number, including area code)

**N/A**  
(Former name or former address, if changed since last report)

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Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 1.01 Entry into a Material Definitive Agreement.**

On August 8, 2007, Sunoco Logistics Partners Operations L.P., a wholly owned subsidiary of Sunoco Logistics Partners L.P. (the "Partnership"), entered into a new five-year, \$400 million revolving credit agreement among: Sunoco Logistics Partners Operations L.P., as Borrower; Sunoco Logistics Partners L.P., as Guarantor; Citibank, N.A., as Administrative Agent, Swing Line Lender and L/C Issuer; Barclays Bank PLC, as Syndication Agent and L/C Issuer; Keybank National Association, SunTrust Bank and Wachovia Bank, National Association, as Co-Documentation Agents; and the other lenders party thereto (the "New Credit Agreement"). This New Credit Agreement replaces a \$300 million revolving credit agreement that was to mature November 22, 2010 (the "Former Credit Agreement").

The New Credit Agreement includes: (a) an "accordion" feature, under which the total aggregate commitment is expandable to \$700 million; (b) a letter of credit sub-facility up to the total aggregate commitment; and (c) a \$50 million sub-facility for same-day borrowings in the form of swing line loans. The Partnership's press release announcing the Credit Agreement is attached as Exhibit 99.1 to this report. A copy of the Credit Agreement will be filed with the Securities and Exchange Commission as an exhibit to the Partnership's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2007.

**Item 1.02 Termination of a Material Definitive Agreement.**

On August 8, 2007, proceeds of the initial borrowing under the New Credit Agreement were used to satisfy outstanding indebtedness and fees under the Former Credit Agreement. The Former Credit Agreement, with a group of syndicate lenders led by Citibank, N.A., was terminated concurrently with the payment of such amounts. No penalties or prepayment premiums were incurred in connection with early termination of the Former Credit Agreement.

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits:**

99.1 Sunoco Logistics Partners L.P. Press Release dated August 8, 2007.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**SUNOCO LOGISTICS PARTNERS LP.**

**By: Sunoco Partners LLC,  
its General Partner**

**By: /s/ DANIEL D. LEWIS**  
\_\_\_\_\_  
**Daniel D. Lewis**  
**Comptroller**

**August 13, 2007**  
**Philadelphia, PA**

**EXHIBIT INDEX**

Exhibit No.

Exhibit

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**99.1** Sunoco Logistics Partners L.P. Press Release dated August 8, 2007



News Release  
Sunoco Logistics Partners L.P.  
1735 Market Street  
Philadelphia, PA 19103-1699

For further information contact:  
Jerry Davis (media) 215-977-6298  
Neal Murphy (investors) 215-977-6322

For release: 4:15 p.m., August 8, 2007

No. 13

**SUNOCO LOGISTICS PARTNERS L.P. ANNOUNCES NEW REVOLVING CREDIT  
AGREEMENT**

PHILADELPHIA, August 8, 2007 – Sunoco Logistics Partners L.P. (NYSE: SXL) announced today that it has entered into a new five-year, \$400 million revolving credit agreement. The new agreement replaces a \$300 million revolving credit agreement that was to mature November 22, 2010.

“We appreciate the strong support from our relationship banks in recognizing Sunoco Logistics’ financial strength and capacity to execute our strategic plans,” said Neal Murphy, Vice President and Chief Financial Officer.

Citigroup Global Markets Inc. and Barclays Capital served as Joint Lead Arrangers and Bookrunners. Citibank, N.A is the Administrative Agent and Barclays Bank PLC is the Syndication Agent. The Co-Documentation Agents are Keybank N.A., Sun Trust Bank and Wachovia Bank, N.A.

Sunoco Logistics Partners L.P. (NYSE: SXL), headquartered in Philadelphia, is a master limited partnership which owns, operates and acquires refined product and crude oil pipelines and terminal facilities. The Eastern Pipeline System consists of approximately 1,800 miles of primarily refined product pipelines and interests in four refined products pipelines, consisting of a 9.4 percent interest in Explorer Pipeline Company, a 31.5 percent interest in Wolverine Pipe Line Company, a 12.3 percent interest in West Shore Pipe Line Company and a 14.0 percent interest in Yellowstone Pipe Line Company. The Terminal Facilities consist of 9.2 million barrels of refined product terminal capacity and 20.4 million barrels of crude oil terminal capacity (including 13.5 million barrels of capacity at the Texas Gulf Coast Nederland Terminal). The Western Pipeline System consists of approximately 3,700 miles of crude oil pipelines, located principally in Oklahoma and Texas, a 55.3 percent interest in the Mid-Valley Pipeline Company and a 43.8 percent interest in the West Texas Gulf Pipe Line Company. For additional information visit Sunoco Logistics’ web site at [www.sunocologistics.com](http://www.sunocologistics.com).

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